

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (date of earliest event reported): January 2, 2019**

**MARTIN MIDSTREAM PARTNERS L.P.**

(Exact name of Registrant as specified in its charter)

**DELAWARE**  
(State of incorporation  
or organization)

**000-50056**  
(Commission file number)

**05-0527861**  
(I.R.S. employer identification number)

**4200 STONE ROAD**  
**KILGORE, TEXAS**  
(Address of principal executive offices)

**75662**  
(Zip code)

Registrant's telephone number, including area code: (903) 983-6200

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On January 2, 2019, Martin Midstream Partners L.P. (the "Partnership") completed the previously announced purchase of all of the issued and outstanding equity of Martin Transport, Inc. ("MTI") from Martin Resource Management Corporation for total consideration of \$135.0 million with a \$10.0 million earn-out based on certain performance thresholds, subject to certain post-closing adjustments. MTI operates a fleet of tank trucks providing transportation of petroleum products, liquid petroleum gas, chemicals, sulfur and other products, as well as owns twenty-three terminals located throughout the Gulf Coast and Midwest.

In connection with the acquisition of MTI and pursuant to the Third Amended and Restated Credit Agreement dated as of March 28, 2013, as amended (the "Credit Agreement") among Martin Operating Partnership L.P. (the "Borrower"), the Partnership and the various financial institutions that are parties thereto, MTI has agreed to guarantee the obligations of the Partnership under the Credit Agreement and to secure its guaranteed obligations by the pledged assets.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit Number	Description
99.1	<a href="#">Press Release dated January 2, 2019.</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,  
Its General Partner

Date: January 4, 2019

By: /s/ Robert D. Bondurant

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Robert D. Bondurant  
Executive Vice President, Treasurer, Principal Accounting Officer and  
Chief Financial Officer

## **Martin Midstream Partners L.P. Completes Acquisition of Martin Transport, Inc.**

Martin Midstream Partners L.P. (NASDAQ:MMLP) (the “Partnership”) announced today the completion of its previously announced purchase of Martin Transport, Inc. (“MTI”) from Martin Resource Management Corporation. MTI operates a fleet of tank trucks providing transportation of petroleum products, liquid petroleum gas, chemicals, sulfur and other products, as well as owns twenty-three terminals located throughout the Gulf Coast and Midwest.

### *About Martin Midstream Partners (NASDAQ:MMLP)*

The Partnership is a publicly traded limited partnership with a diverse set of operations focused primarily in the United States Gulf Coast region. The Partnership's primary business segments include: (1) natural gas services, including liquids transportation and distribution services and natural gas storage; (2) terminalling, storage and packaging services for petroleum products and by-products; (3) sulfur and sulfur-based products processing, manufacturing, marketing and distribution; and (4) land and marine transportation services for petroleum products and by-products.

### *Forward-Looking Statements*

Statements about the Partnership's outlook and all other statements in this release other than historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements and all references to financial estimates rely on a number of assumptions concerning future events and are subject to a number of uncertainties and other factors, many of which are outside the Partnership's control, which could cause actual results to differ materially from such statements. While the Partnership believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in anticipating or predicting certain important factors. A discussion of these factors, including risks and uncertainties, is set forth in the Partnership's annual and quarterly reports filed from time to time with the Securities and Exchange Commission. The Partnership disclaims any intention or obligation to revise any forward-looking statements, including financial estimates, whether as a result of new information, future events, or otherwise except where required to do so by law.

Additional information concerning the Partnership is available on the Partnership's website at [www.martinmidstream.com](http://www.martinmidstream.com) or by contacting:

Sharon Taylor - Head of Investor Relations  
(877) 256-6644